

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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UNIVERSITAS EDUCATION, LLC, :
: Judgment Creditor, :
: -against- :
NOVA GROUP, INC., as trustee, sponsor and :
fiduciary of THE CHARTER OAK TRUST :
WELFARE BENEFIT PLAN, :
: Judgment Debtor, : Case Nos. 11 CV 1590-LTS-HBP and
: 11-8726-LTS :
: -and- :
Daniel E. Carpenter, Charter Oak Trust Welfare :
Benefit Plan, Grist Mill Capital, LLC, Grist Mill :
Holdings, LLC, the Grist Mill Trust Welfare :
Benefit Plan, Avon Capital, LLC, Hanover Trust :
Company, Carpenter Financial Group and Phoenix :
Capital Management, LLC, :
: Respondents.
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**SUPPLEMENTAL DECLARATION OF MICHAEL BARNETT IN FURTHER
SUPPORT OF MOTION FOR A PERMANENT INJUNCTION AND TURNOVER**

MICHAEL BARNETT, an attorney admitted to practice law in this Court, declares the following under penalty of perjury pursuant to 28 U.S.C. §1746:

1. I am an associate at Loeb & Loeb LLP, attorneys for Universitas Education, LLC (“Universitas”), the Petitioner/Judgment Creditor in the above-captioned proceeding.
2. I respectfully submit this supplemental Declaration in further support of Universitas’ motion for a permanent injunction and turnover of certain monies and assets.

3. This Declaration attaches Exhibits that rebut assertions made in the opposition briefs and Affidavits submitted by the Respondents to Universitas' motion. The numbers for the Exhibits attached hereto follow sequentially from the Exhibits to (a) my October 9, 2013 Declaration in support of Universitas' motion for a permanent injunction and turnover, and (b) Universitas' additional exhibits introduced at the November 22, 2013 on Universitas' preliminary injunction motion. These Exhibits ended at number 61; hence, the first Exhibit attached hereto is number 62.

4. Attached as Exhibit 62 is a true and correct copy of a January 22, 2014 letter sent to me by Anthony J. Siano, counsel to Respondent Daniel E. Carpenter.

5. Attached as Exhibit 63 is a true and correct copy of an excerpt from the transcription of Kathy Kehoe's April 30, 2013 deposition in this action (with notations for emphasis), showing her to have been deposed as a Rule 30(b)(6) designee of Grist Mill Capital, LLC.

6. Attached as Exhibit 64 are true and correct copies of banking records for a People's United Bank account standing in the name of "GMT," or "GMT Special Account" (with notations for emphasis), produced by People's United Bank pursuant to subpoena in this action and bearing the Bates range COT_PEOPLES0000200-244.

7. Attached as Exhibit 65 is a true and correct copy of excerpts from the transcription of Ms. Kehoe's January 7, 2014 deposition in this action (with notations for emphasis). At this deposition Ms. Kehoe was deposed as the only Rule 30(b)(6) designee of the Grist Mill Trust Welfare Benefit Plan ("GM Trust").

8. Attached as Exhibit 66 are copies of additional banking records for a People's United Bank account standing in the name of "GMT," or "GMT Special Account," produced by

GM Trust in response to Universitas' document requests and bearing the Bates range GMT-000236-239.

9. Attached as Exhibit 67 is a copy of a October 20, 2010 memorandum from Amanda Rossi to Donna Dawson and Luanne Pinkham, regarding "Transfer of funds request," produced by GM Trust and bearing the Bates range GMT-00243-245.

10. Attached as Exhibit 68 is a true and correct copy of a September 15, 2011 letter from Joseph M. Pastore, III to Mr. Carpenter at Nova Benefit Plans, LLC. The letter is a retainer agreement for legal services to be provided by the law firm of Smith Gambrell & Russell LLP ("SGR"), and carries the subject line "NOVA Benefit Plans, LLC – Master Agreement." SGR produced this document pursuant to subpoena in this action, and it bears the Bates range SGR 000017-20.

11. Attached as Exhibit 69 is a true and correct copy of an excerpt from the transcription of the November 29, 2012 deposition of Molly Carpenter in this action (with notations for emphasis).

12. Attached as Exhibit 70 is a true and correct copy of a December 9, 2013 letter from Stephen V. Manning, attorney for Mr. Bursey, to me.

13. Attached as Exhibit 71 is a copy of a document titled "Loan Agreement and Promissory Note," purportedly dated June 12, 2009 (with notations for emphasis), produced by GM Trust pursuant to document requests in this action, and bearing the Bates range GMT-000161-163.

14. Attached as Exhibit 72 is a true and correct copy of an excerpt of the transcription of the November 22, 2013 evidentiary hearing in this action (with notations for emphasis).

15. Attached as Exhibit 73 is a true and correct copy of an Affidavit sworn to and signed by Wayne H. Bursey, dated November 12, 2010.

16. Attached as Exhibit 74 is a true and correct copy of a Declaration sworn to and signed by Jack E. Robinson, dated November 30, 2010 (exhibits to the Declaration omitted).

17. Attached as Exhibit 75 is a true and correct copy of a November 30, 2012 letter from Kenneth C. Rudd, attorney for TD Bank, to Bryan Reyhani, counsel to Universitas, enclosing a 23-page document production with the Bates range TD-Universitas 0086-0109.

18. Attached as Exhibit 76 is a true and correct copy of a July 30, 2009 letter from Wayne H. Bursey to Universitas' principals.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and complete.

Dated: New York, New York
January 24, 2014

/s/ Michael Barnett
MICHAEL BARNETT